

JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
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Corinne Ball (CB 8203)
Steven C. Bennett (SB 2746)

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re :
Dana Corporation, *et al.*, :
Debtors. : 07 Civ. 8160 (SAS)
----- X

MOTION TO ADMIT COUNSEL PRO HAC VICE

Pursuant to Rule 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York, I, Steven C. Bennett, counsel for Debtors Dana Corporation et al. in the above-captioned action, and a member in good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice, of the following counsel:

Kevin P. Holewinski
Jones Day
51 Louisiana Avenue, N.W.
Washington, D.C. 20001-2113
Telephone: (202) 879-3939
Facsimile: (202) 626-1700

Jeffrey Ellman
Jones Day
1420 Peachtree Street, N.E.
Suite 800
Atlanta, Georgia 30309-3053
Telephone: (404) 521-3939
Facsimile: (404) 581-8330

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Stephen Q. Giblin
Jones Day
901 Lakeside Avenue
Cleveland, Ohio 44114-1190
Telephone: (216) 586-3939
Facsimile: (216) 579-0212

Mr. Holewinski is a member in good standing of the Bar of the District of Columbia. Mr. Ellman is a member in good standing of the Bar of the States of Georgia. Mr. Giblin is a member in good standing of the Bar of the State of Ohio. There are no pending disciplinary proceedings against Mssrs. Holewinski, Ellman, or Giblin in any State or Federal Court.

Dated: December 3, 2007
New York, New York

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Steven C. Bennett", is written over a horizontal line.

Corinne Ball (CB 8203)
Richard H. Engman (RE 7861)
Steven C. Bennett (SB 2746)
JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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| In re | : | |
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| Dana Corporation, <i>et al.</i> , | : | 07 Civ. 8160 (SAS) |
| | : | |
| Debtors. | : | |
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**AFFIDAVIT OF STEVE C. BENNETT IN SUPPORT OF APPLICATION FOR *PRO HAC VICE* ADMISSION OF KEVIN P. HOLEWINSKI, JEFFREY ELLMAN, AND
STEPHEN Q. GIBLIN**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

STEVEN C. BENNETT being duly sworn deposes and says:

1. I am an attorney with the law firm of Jones Day, counsel for Debtors Dana Corporation et al. in the above-captioned matter. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in Support of Debtors' motion to admit Kevin P. Holewinski, Jeffrey Ellman, and Stephen Q. Giblin as counsel pro hac vice to represent Debtors in this matter.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law on May 6, 1985. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I have known and worked with Mr. Holewinski since 2007, with Mr. Ellman since 2006, and with Mr. Giblin since 2007.

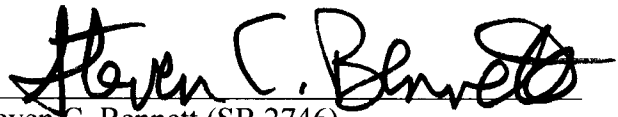
4. Mr. Holewinski is a partner at Jones Day, 51 Louisiana Avenue, N.W., Washington, D.C. 20001-2113. Mr. Ellman is a partner at Jones Day, 1420 Peachtree Street, N.E., Suite 800, Atlanta, GA 30309-3053. Mr. Giblin is a partner at Jones Day, 901 Lakeside Avenue, Cleveland, Ohio 44114-1190.

5. I have found Mssrs. Holewinski, Ellman, and Giblin to be skilled attorneys and persons of integrity. They are experienced in Federal practice and are familiar with the Federal Rules of Civil Procedure.


6. Accordingly, I am pleased to move the admission of Kevin P. Holewinski, Jeffrey Ellman, and Stephen Q. Giblin, pro hac vice. A Certificate of Good Standing for Mr. Holewinski for the District of Columbia is attached hereto as Exhibit A. A Certificate of Good Standing for Jeffrey Ellman for the State of Georgia is attached hereto as Exhibit B. A Certificate of Good Standing for Mr. Giblin for the State of Ohio is attached hereto as Exhibit C.

7. I respectfully submit a proposed order granting the admission of Kevin P. Holewinski, Jeffrey Ellman, and Stephen Q. Giblin, pro hac vice, which is attached hereto as Exhibit D.

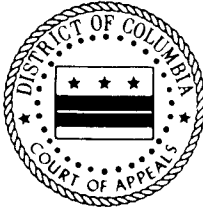
WHEREFORE, it is respectfully requested that the motion to admit Kevin P. Holewinski, Jeffrey Ellman, and Stephen Q. Giblin, pro hac vice, to represent Debtors Dana Corporation et al. in the above-captioned matter, be granted.


Steven C. Bennett (SB 2746)

Sworn to before me this
3rd day of Dec, 2007


Notary Public

KATHLEEN SULLIVAN
Notary Public, State of New York
No. 01SU6069138
Qualified in Kings County
Commission Expires January 22, 2010



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

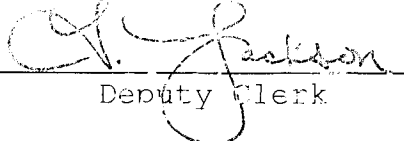
I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

KEVIN PATRICK HOLEWINSKI

was on the 28TH day of FEBRUARY, 1990
duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on
November 26, 2007.

GARLAND PINKSTON, JR., CLERK

By: 
Deputy Clerk



STATE BAR OF GEORGIA

Lawyers Serving the Public and the Justice System

Mr. Jeffrey Brian Ellman
Jones Day
1420 Peachtree Street, N.E., Suite 800
Atlanta, GA 30309-3053

CURRENT STATUS: Active Member-Good Standing

DATE OF ADMISSION TO PRACTICE: 02/16/2005

Attorney Bar Number: 141828

Today's Date: November 28, 2007

Listed below are the public disciplinary actions, if any, which have been taken against this member:

| State Disciplinary Board Docket # | Supreme Court Docket # | Disposition |
|-----------------------------------|------------------------|-------------|
| N/A | N/A | N/A |

The prerequisites for practicing law in the State of Georgia are as follows:

- Must be certified by the Office of Bar Admissions, either by Exam, or on Motion (Reciprocity).
- Sworn in to the Superior Court in Georgia, which is the highest court needed for individuals to practice law in the State of Georgia.
- Enrolled with the State Bar of Georgia, which is an arm of the Supreme Court of Georgia.

Attorneys licensed in Georgia and whose membership is current are eligible to practice law in Superior Court. Attorneys may, upon application, apply for admission to the Supreme, District and State Court of Appeals.

Under the privacy/confidentiality provision of the Bar Rule 4-221(d), any complaint against a member resolved prior to the filing and docketing of a disciplinary case in the Supreme Court is not a matter of public record, and may not be revealed without a waiver from the member. It is the policy of the State Bar of Georgia to answer any inquiry about a member by disclosing only those complaints that have been docketed in the Supreme Court. With respect to matters that are currently pending as active, undocketed cases, when an inquiry is received, the State Bar of Georgia shall not disclose the existence of those complaints. Such non-disclosure should not be construed to confirm the existence of confidential complaints since the vast majority of members in good standing are not the subjects of such confidential complaints.

This member is currently in "good standing" as termed and defined by **State Bar Rule 1-204**. The member is current in license fees and is not suspended or disbarred as of the date of this letter.

STATE BAR OF GEORGIA

Official Representative of the State Bar of Georgia

HEADQUARTERS

104 Marietta Street, Suite 100
Atlanta, Georgia 30303
(404) 527-8700 ■ (800) 334-6865
FAX (404) 527-8717
www.gabar.org

SOUTH GEORGIA

244 E. Second Street (Zip 31794)
P.O. Box 1390
Tifton, Georgia 31793-1390
(229) 387-0446 ■ (800) 330-0446
FAX (229) 382-7435

The Supreme Court of Ohio

C E R T I F I C A T E

I, SUSAN B. CHRISTOFF, Director of the Attorney Services Division of the Supreme Court of Ohio, do hereby certify that I am the custodian of the records of the Office of Attorney Services of the Supreme Court and that the Attorney Services Division is responsible for reviewing Court records to determine the status of Ohio attorneys. I further certify that, having fulfilled all of the requirements for admission to the practice of law in Ohio,

Stephen Quinn Giblin

was admitted to the practice of law in Ohio on November 07, 1980; has registered as an active attorney pursuant to the Supreme Court Rules for the Government of the Bar of Ohio; is in good standing with the Supreme Court of Ohio; and is entitled to practice law in this state.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed the seal of the Supreme Court, this 21st day of November, 2007.

SUSAN B. CHRISTOFF

Director, Attorney Services Division

Ku Moore
Attorney Registration Assistant

Attorney Registration Assistant

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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| In re | : | |
| | : | |
| Dana Corporation, <i>et al.</i> , | : | 07 Civ. 8160 (SAS) |
| | : | |
| Debtors. | : | |
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ORDER FOR ADMISSION PRO HAC VICE

Upon the Motion of Steven C. Bennett, attorney for Debtors Dana Corporation et al. in the above-captioned action, and the Affidavit of Steven C. Bennett in Support;

IT IS HEREBY ORDERED that:

Kevin P. Holewinski
Jones Day
51 Louisiana Avenue, N.W.
Washington, D.C. 20001-2113
Telephone: (202) 879-3939
Facsimile: (202) 626-1700

Jeffrey Ellman
Jones Day
1420 Peachtree Street, N.E.
Suite 800
Atlanta, Georgia 30309-3053
Telephone: (404) 521-3939
Facsimile: (404) 581-8330

Stephen Q. Giblin
Jones Day
901 Lakeside Avenue
Cleveland, Ohio 44114-1190
Telephone: (216) 586-3939
Facsimile: (216) 579-0212

are admitted to practice pro hac vice as counsel for Debtors Dana Corporation et al. in the above-captioned case in the United States District Court for the Southern District of New York. All

attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated: December __, 2007
New York, New York

HONORABLE SHIRA A. SCHEINDLIN
UNITED STATES DISTRICT JUDGE

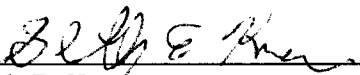
CERTIFICATE OF SERVICE

I, Seth E. Kramer, hereby certify that on December 3, 2007, I caused a true and complete copy of the foregoing Motion to Admit Counsel Pro Hac Vice, with the enclosed Affidavit of Steven C. Bennett and Certificates of Good Standing for Kevin P. Holewinski, Jeffrey Ellman, and Stephen Q. Giblin, to be served by federal express upon the following counsel at the following addresses as shown below:

Russell M. Yawkett
Assistant United States Attorney
Southern District of New York
86 Chambers Street
New York, New York 10007
Attorney for EPA, Department of Commerce, and Department of the Interior

P. Bradley O'Neill
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Counsel to the Official Committee of Unsecured Creditors

Dated: New York, New York
December 3, 2007



Seth E. Kramer